

RESOLUTION

At a Special Meeting of the Board of Directors of New Jersey Motorsports Park, LLC, a New Jersey Limited Liability Company (the "Company"), I do hereby certify that on March 2, 2011, the following resolutions were duly adopted and approved by the Board of Directors and recorded in the minute book of the Corporation, and they have not been modified or rescinded and are still in full force and effect on the date hereof.

RESOLVED that the members of the Board of Directors and/or the Officers of the Company are hereby authorized and empowered individually, on behalf of, and in the name of, the Company to execute and verify or certify a petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of New Jersey (the "Bankruptcy Court") at such time as said authorized party may execute the same or shall otherwise determine it is in the best interest of the Company; and

RESOLVED, that any member of the Board of Directors and/or any Officer of the Company is hereby authorized and Empowered on behalf of, and in the name of, the Company to execute and file all petitions, schedules, lists, and other papers and to take any and all action that any of the parties may deem necessary, proper or desirable in connection with the Chapter 11 case, with a view to the successful prosecution of the case; and

RESOLVED, that any member of the Board of Directors and/or any Officer of the Company is hereby authorized and empowered on behalf of, and in the name of, the Company to execute a plan of reorganization under Chapter 11 of the Bankruptcy Code, including any and all modifications, supplements, and amendments thereto, and to cause the same to be filed with the Bankruptcy Court at such time as said authorized partner executing the same shall determine; and

RESOLVED, that the law firm of Cohen Seglias Pallas Greenhall & Furman, P.C., is hereby employed as reorganization counsel for the Company upon such terms and conditions as the Board of Directors shall approve, to render legal services to, and to represent the Company in connection with the Chapter 11 case, subject to Bankruptcy Court approval; and

RESOLVED that any member of the Board of Directors and/or any Officer of the Company is hereby authorized and empowered on behalf of, and in the name of, the Company to retain and employ other attorneys, investment bankers, accountants, restructuring professionals, appraisers, broker, financial advisers and other professionals subject to Bankruptcy Court approval to assist in the Company's Chapter 11 case on such terms as are deemed necessary, proper or desirable; and

RESOLVED, that in connection with the commencement of the Chapter 11 case by the Company, any members of the Board of Directors and/or any Officers of the Company are hereby authorized and empowered on behalf of, and in the name of, the Company to perform such duties including but not limited to negotiating, executing and delivering a debtor-in-possession loan facility and/or agreements for the use of cash collateral (including in connection therewith, such notes, security agreements and other agreements or instruments as such officers

consider appropriate), agreements of sale of assets of the Debtor, a plan of reorganization and necessary proceedings on such terms and conditions as such officer executing the same may consider necessary, proper or desirable, such determination to be conclusively evidenced by such execution or the taking of such action, and to consummate the transactions contemplated by such agreements or instruments on behalf of the Company; such other business issues that may arise.

DATED: March 2, 2011



LEE BRAHIN
Co-Managing Member